

RECORDATION NO. 28078 FILED

NOV 13 '09

10-33 AM

SURFACE TRANSPORTATION BOARD

NOV 12 2009

RECEIVED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

November 9, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 23, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cereal Food Processors, Inc.
2001 Shawnee Mission Parkway
Shawnee Mission, KS 66205

A description of the railroad equipment covered by the enclosed document is for fifteen (15) 5660 cu. ft. capacity covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(CEFO001)

ASSGN. NO.: CEFO001

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of October, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CEREAL FOOD PROCESSORS, INC., ("Lessee"), a Kansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 23, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 21, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Janice L. EnolvaName: Janice L. EnolvaTitle: Manager of DocumentationExecuted on this 23rd day of OCTOBER, 2009.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

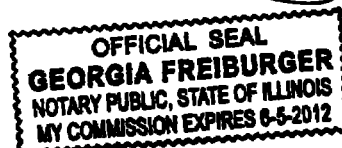
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of October, 2009.

My Commission Expires:

6-2012
(Notary Public)

Georgia Freiburger
Notary Public



LESSEE:

CEREAL FOOD PROCESSORS, INC.

ATTEST:

By: Shelly Lucito
Name: Shelly Lucito
Title: Transp. & Logistics
Coord.

By: Ken Bisping
Name: Ken Bisping
Title: Director of Logistics

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Kansas
COUNTY OF Johnson

I, Lorene Rose, a Notary Public of the County and State aforesaid,
certify that Ken Bisping personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21 day of Oct. 2009

Lorene Rose
Notary Public

Commission Expires:

10-05-2010
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: Trinity built new in 2007, 5660 cu. ft. capacity, pressure differential covered hopper cars equipped with food grade linings, 286 GWR.
(Car Type: C614)

CAR NUMBERS:

FURX	893540
FURX	893541
FURX	893542
FURX	893543
FURX	893544
FURX	893545
FURX	893546
FURX	893547
FURX	893552
FURX	893554
FURX	893557
FURX	893558
FURX	893560
FURX	893561
FURX	893562